

JD/DW

NASD
LETTER OF ACCEPTANCE, WAIVER AND CONSENT

NO. C3B050002

TO: Department of Enforcement
NASD

RE: Peter D. Wick III, Respondent
Investment Company / Variable Contracts Representative
CRD No. 1900650

Pursuant to Rule 9216 of NASD Code of Procedure, I submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described in Part II below. This AWC is submitted on the condition that, if accepted, NASD will not bring any future actions against me alleging violations based on the same factual findings.

I understand that:

1. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by NASD's Department of Enforcement and National Adjudicatory Council ("NAC") Review Subcommittee or Office of Disciplinary Affairs ("ODA"), pursuant to NASD Rule 9216;
2. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
3. If accepted:
 - a. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by NASD or any other regulator against me;
 - b. this AWC will be made available through NASD's public disclosure program in response to public inquiries about my disciplinary record;
 - c. NASD may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-2; and
 - d. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying,

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directly or indirectly, any allegation in this AWC or create the impression that the AWC is without factual basis. Nothing in this provision affects my testimonial obligations or right to take legal or factual positions in litigation or other legal proceedings in which NASD is not a party.

I also understand that my experience in the securities industry and disciplinary history may be factors that will be considered in deciding whether to accept this AWC. That experience and history are as follows:

Peter D. Wick III entered the securities industry in September 1988 as an associated person of a member of NASD. He became registered as an Investment Company / Variable Contracts Representative in November 1988. From August 2001 until June 2004, he was registered through MML Investors Services, Inc. as an Investment Company / Variable Contracts Representative. He is not currently registered or associated with any NASD member firm.

Respondent Wick has no formal disciplinary history.

I.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under NASD's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against me;
- B. To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

I further specifically and voluntarily waive any right to claim that a person violated the ex

parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

II.

ACCEPTANCE AND CONSENT

- A.** I hereby accept and consent, without admitting or denying the allegations or findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of NASD, or to which NASD is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by NASD:

On or about February 27, 2004, while associated with MML Investors Services, Inc. ("MMLIS") in a registered capacity, Peter D. Wick III borrowed \$30,000 from MLB, a customer of MMLIS. In order to lend the funds to Respondent Wick, MLB had obtained a loan against the cash value of her universal life insurance policy.

MMLIS did not have written procedures allowing the borrowing and lending of money between registered persons and customers. MLB was not a member of Respondent Wick's immediate family and was not engaged in the business of lending money. MMLIS did not pre-approve in writing the lending arrangement between MLB and Respondent Wick.

Respondent Wick did not sign a promissory note at the time of the loan. He created an informal handwritten memorandum of the loan, which did not include an explicit promise by him to repay the loan. He retained the informal memorandum and did not provide a copy to MLB.

On or about March 16, 2004, MLB suffered a stroke. MLB's son, SRB, held a General Durable Power of Attorney for MLB. SRB and other relatives of MLB noticed that \$30,000 had been borrowed against MLB's insurance policy. When they asked Respondent Wick about those funds, Respondent Wick did not disclose to them that he had borrowed the funds from MLB. Initially he told MLB's relatives that the disposition of the funds was confidential. Later he told them that the money had been invested and was earning interest.

On or about May 3, 2004, after repeated inquiries by MLB's

relatives, Respondent Wick disclosed that MLB had lent him \$30,000. On or about May 5, 2004, he prepared and signed a promissory note documenting the loan. MMLIS repaid the loan in full and Respondent Wick fully reimbursed MMLIS for that repayment.

Such acts, practices and conduct constitute a violation of NASD Conduct Rule 2370. Such conduct is inconsistent with standards of commercial honor and just and equitable principles of trade and a violation of Conduct Rule 2110 by Respondent Wick.

B. I also consent to the imposition, at a maximum, of the following sanctions:

Peter D. Wick III shall be barred from associating with any member of NASD in any capacity.

The sanctions imposed herein shall be effective on a date set by NASD staff. Pursuant to IM-8310-2(f), a bar or expulsion shall become effective upon approval or acceptance of this AWC by the NAC.

III.

OTHER MATTERS

A. I understand that if I am barred or suspended from associating with any NASD member, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any NASD member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension. (See NASD Rule 8310 and IM-8310-1.)

I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it, and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce me to submit it.

12-2-04
Date


Peter D. Wick III
Respondent

Reviewed by:

Counsel for Respondent

Accepted by NASD:

12/31/04
Date


James Dawson
District Director

Signed on behalf of the Director of
ODA, by delegated authority